



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2023 ()

IN THE MATTER OF INTERNATIONAL ENTERTAINMENT CORPORATION 國際娛樂
有限公司

AND IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)

AND THE GRAND COURT RULES 1995 ORDER 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of INTERNATIONAL ENTERTAINMENT CORPORATION 國際娛樂有限公司 shows as follows:

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Act (2023 Revision) (the “**Companies Act**”) confirming a reduction of the share capital of the Petitioner, INTERNATIONAL ENTERTAINMENT CORPORATION 國際娛樂有限公司 (the “**Company**”).
2. The Company was incorporated on 14 April 2000 under the Companies Act as an exempted company with registration number 99412.

3. The registered office of the Company is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. As at the date of incorporation of the Company on 14 April 2000, its authorised share capital was HK\$100,000 divided into 1,000,000 shares of a nominal or par value of HK\$0.10 each.
5. By way of resolutions of the then sole shareholder of the Company passed on 12 July 2000, every share of HK\$0.10 each was subdivided into 2 shares of HK\$0.05 each and its authorised share capital was changed from HK\$100,000 divided into 1,000,000 shares of a nominal or par value of HK\$0.10 each to HK\$100,000 divided into 2,000,000 shares of a nominal or par value of HK\$0.05 each.
6. By way of resolutions of the then sole shareholder of the Company passed on 17 July 2000, its authorised share capital was increased from HK\$100,000 to HK\$1,875,000,100 by the creation of an additional 37,498,000,000 ordinary shares of a nominal or par value of HK\$0.05 each and the creation of 2,000 preferred shares of a nominal or par value of HK\$0.05 each.
7. By way of resolutions of the then shareholders of the Company passed on 21 January 2002, the authorised share capital of the Company was increased by such number of new shares of HK\$0.01 each, such that the authorised share capital became HK\$20,000,000 divided into 2,000,000,000 new shares of HK\$0.01 each.
8. By way of resolutions of the then shareholders of the Company passed on 22 April 2004, the authorised share capital was increased from HK\$20,000,000 to

HK\$500,000,000 by the creation of an additional 480,000,000 consolidated shares of a nominal or par value of HK\$1.00 each.

9. By way of resolutions of the then shareholders of the Company passed on 1 August 2007, the authorised share capital was increased from HK\$500,000,000 to HK\$2,000,000,000 by the creation of an additional 1,500,000,000 ordinary shares of a nominal or par value of HK\$1.00 each.
10. As at the date of this Petition, the authorised share capital of the Company is HK\$2,000,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK\$1.00 each and its issued share capital is HK\$1,369,157,235 divided into 1,369,157,235 shares of a nominal or par value of HK\$1.00 each which have been fully paid-up or credited as fully paid-up.
11. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 31 July 2000 under stock code number 8118 and was transferred to the Main Board of the Stock Exchange since 27 September 2010 under stock code number 1009.
12. The objects for which the Company was established are unrestricted.
13. The Articles of Association of the Company provide, *inter alia*, as follows:
 - “6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.”

14. In accordance with section 14(1) of the Companies Act and by way of a special resolution of the shareholders of the Company passed at an extraordinary general meeting of the Company held on 22 May 2023 (the “**Special Resolution**”), it was resolved:

“THAT subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (the “**Court**”) confirming the Capital Reduction (as defined below); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction (as defined below) and the minute approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) by cancelling the paid-up share capital to the extent of HK\$0.99 on each of the then existing ordinary share in issue with a par value of HK\$1.00 (the “**Share**”) so that each such issued existing Share with a par value of HK\$1.00 shall be treated as one fully paid-up ordinary share with a par value of HK\$0.01 (the “**New Shares**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued share capital thereby cancelled be made available for issue of New Shares;

- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Share with a par value of HK\$1.00 be subdivided into 100 unissued New Shares with a par value of HK\$0.01 each in the share capital of the Company (“**Sub-division**”) such that the authorised share capital of the Company will change from HK\$2,000,000,000 divided into 2,000,000,000 ordinary shares of par value HK\$1.00 each to become HK\$2,000,000,000 divided into 200,000,000,000 ordinary shares of par value HK\$0.01 each immediately following the Capital Reduction and Sub-division becoming effective;
- (c) upon the Capital Reduction becoming effective, the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the Effective Date and the balance of any such credit (if any) remaining after offsetting the accumulated losses of the Company will be transferred to a distributable reserve of the Company which may be applied by the Company in any manner as permitted by all applicable laws and the memorandum and articles of association of the Company and as the board of directors of the Company considers appropriate;
- (d) each of the New Shares arising from the Capital Reduction and Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (e) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they

may consider necessary or expedient to give effect to the Capital Reduction and the Sub-division.”

15. The special resolution to approve and give effect to the Capital Reduction was duly passed by the shareholders of the Company at an extraordinary general meeting held on 22 May 2023, thus satisfying the requirements for passing a special resolution to approve the Capital Reduction under the Articles of Association of the Company and under the Companies Act.
16. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company has no intention to make any payment of paid up capital of the Company to its shareholders. Furthermore, the proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company.
17. The form of Minutes proposed to be registered is as follows:

“The issued share capital of INTERNATIONAL ENTERTAINMENT CORPORATION 國際娛樂有限公司 (the “Company”) was by virtue of a Special Resolution passed on 22 May 2023 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [] 2023, reduced from HK\$1.00 per each issued share to HK\$0.01 per each issued share (the “Capital Reduction”). Upon the Capital Reduction becoming effective, each authorised but unissued share of HK\$1.00 each shall be subdivided into 100 unissued shares of HK\$0.01 each in the share capital of the Company. At the date of the registration of this Minutes, the authorised share capital of the Company is HK\$2,000,000,000 divided into 200,000,000,000 shares of HK\$0.01 each.”

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 14 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

Dated this 9th day of June 2023

Conyers Dill & Pearman LLP
Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner

This Petition was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Notice of Hearing

This Petition having been presented to the Court on the day of
2023 will be heard at the Law Courts, George Town, Grand Cayman on the ___ day of
_____ 2023 at _____ am/pm or as soon thereafter as the Petition can be
heard.